

*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**July 05, 2006**



*Special Deputy Secretary of State*

DOS-1266 (Rev. 11/05)

State of New Hampshire  
Mergers - Corporations 6 Page(s)



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State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**July 05, 2006**



A handwritten signature in black ink, appearing to read "D. J. A. 2006".

*Special Deputy Secretary of State*

CT-07

E060629000546

CERTIFICATE OF MERGER

of

CITIFINANCIAL MORTGAGE COMPANY, INC.

into

CITIMORTGAGE, INC.

Under Section 904 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger (the "Plan of Merger") setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation, which is to be the surviving corporation (hereinafter sometimes referred to as the "surviving constituent corporation"), is Citimortgage, Inc. The name under which the surviving constituent corporation was formed is BT International Trading Corporation. The date upon which its certificate of incorporation was originally filed by the Department of State is May 7, 1984.

THIRD: The name of the constituent corporation, which is being merged into the surviving constituent corporation (hereinafter sometimes referred to as the "merged constituent corporation"), is Citifinancial Mortgage Company, Inc. The name under which the merged constituent corporation was formed is Homemakers Finance Service, Inc. The date upon which its certificate of incorporation was originally filed by the Department of State is February 24, 1967.

FOURTH: As to each constituent corporation, the Plan of Merger sets forth the designation and number of outstanding shares of each class and series (which number is not subject to change), the specification of the classes and series entitled to vote on the Plan of Merger, and the specification of each class and series entitled to vote as a class on the Plan of Merger, as follows:

CITIMORTGAGE, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock, par value \$1.00 per share	1,000 shares	Common Stock, par value \$1.00 per share	N/A

CITIFINANCIAL MORTGAGE COMPANY, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock, par value \$10,000.00 per share	25 shares	Common Stock, par value \$10,000.00 per share	N/A

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of the sole stockholder of the corporation which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the sole stockholder of the corporation which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SEVENTH: The Amended and Restated Certificate of Incorporation of the surviving constituent corporation shall be its Certificate of Incorporation.

EIGHTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be the 1st day of July, 2006.

IN WITNESS WHEREOF, the undersigned duly authorized officers of the surviving constituent corporation and the merged constituent corporation hereunto set their hands this 13<sup>th</sup> day of June, 2006.

CITIMORTGAGE, INC.

BY: W P Beckmann  
Name: William P. Beckmann  
Title: President

CITIFINANCIAL MORTGAGE  
COMPANY, INC.

BY: Paul R. Ince  
Name: Paul R. Ince  
Title: Executive Vice President

CT-07

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CERTIFICATE OF MERGER

OF

CITIFINANCIAL MORTGAGE COMPANY, INC.

INTO

CITIMORTGAGE, INC.

Under Section 904 of the Business Corporation Law

RECEIVED  
2006 JUN 29 AM 9:09

FILED  
2006 JUN 29 PM 12:57

1cc  
STATE OF NEW YORK  
DEPT. OF STATE  
FILED JUN 29 2006  
TAXS  
YE: BZ

Filed by:

Citimortgage, Inc.  
1000 Technology Drive  
Legal Dept. - Mail Station 140  
OFallon, MO 63368-2240

Cust Ref: 6675274 cc

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